

**BYLAWS OF THE CHEMICAL MARKETING & ECONOMICS GROUP,  
A TOPICAL GROUP OF THE NEW YORK SECTION OF  
THE AMERICAN CHEMICAL SOCIETY**

**Bylaw I  
Name and Objectives**

(1) This organization shall be called the New York Chemical Marketing & Economics Group, hereinafter referred to as the "GROUP." It is a Topical Group of the New York Section, hereafter referred to as the "SECTION," of the American Chemical Society, hereafter referred to as the "SOCIETY." As a Topical Group, the GROUP may continue in existence as long as it renders services considered by the Board of Directors of the SECTION to be effective and consistent with the objects of the SECTION. The SECTION is a corporation organized for educational purposes and not for pecuniary profit (and is therefore tax exempt).

(2) The objectives of the GROUP are to be consistent with those of the SOCIETY, as stated in the Constitution of the SOCIETY, and with the Bylaws of the SECTION.

(3) The objectives of the GROUP are to: encourage communication and understanding between those in the technical function and those in the financial or commercial function of organizations involved with the broadly-defined chemical manufacturing industry (North American Industry Classification System Code 325); promote communication and understanding among the academic community, the general public and those employed in chemical-related organizations; provide training and knowledge on the financial, economic and marketing considerations that are pertinent to the chemical industry; and provide a forum where members of the SOCIETY and other interested persons may present their views on appropriate subjects.

**Bylaw II  
Territory**

The territory of the GROUP shall coincide with the territory of the SECTION, which includes areas within a 50-mile radius of New York City Hall. Those areas include the New York Counties of Bronx, Kings, Nassau, New York, Queens, Richmond, Rockland, Suffolk and Westchester, as well as the areas in New Jersey lying east of the Hackensack River and east of Newark Bay.

**Bylaw III  
Regulations Accepted**

The Constitution, Bylaws and Regulations of the SOCIETY and the Bylaws of the SECTION, insofar as they apply to the affairs of the GROUP, are accepted as binding on the GROUP.

**Bylaw IV  
Membership**

Members of the GROUP are encouraged to be Members or Associate Members of the SOCIETY, but such membership is not required.

**Bylaw V  
Organization**

(1) The GROUP shall have at least three (3) Officers. Normally these shall be Chair, Secretary, and Treasurer. The Group shall have a Board of Directors, including the Officers (who are also Directors) and up to eight (8) additional Directors. From time to time, as determined by the Board of Directors, the GROUP may also have one or more of the following positions: Vice Chair, Co-Chair and Chair Elect. The use of Co-Chairs would be in lieu of having a sole person hold the position of Chair.

(2) The Board of Directors shall have the authority to establish Committees and create and fill additional Temporary Positions, such as Assistant Secretary, Assistant Treasurer, Program Chair and Arrangements Chair. The persons filling these positions or Committees shall serve terms of office determined by the Board of Directors. These persons shall be Directors of the GROUP.

(3) There shall be an Audit Committee with at least two Directors, not including the Treasurer or Assistant Treasurer (if one exists).

**Bylaw VI  
Nominations, Elections and Terms of Officials**

(1) When an election is scheduled, there shall be a Nominating Committee constituting the Officers and at least two (2) other Directors.

(2) The GROUP shall hold elections at a Board of Directors meeting in May of each year. At least one (1) month before elections, the Nominating Committee shall ask all GROUP

members for nominations to each position scheduled for a vote. Whenever possible, at least two (2) nominees shall be found for each position.

(3) Future Officers and other Directors shall be elected by a vote of the current Board of Directors. Election shall require a majority vote of the Directors present or voting by proxy. Directors who are absent may vote by verbal or written proxy, including E-mail. Votes shall be by secret ballot, unless all voting Directors agree to an open vote.

(4) In the case of a tie vote for any position, the Chair shall decide the winner. If instead of a Chair, there are Co-Chairs, a vote of the Co-Chairs shall decide the winner. If the Co-Chairs are also tied, the person holding the position of Secretary shall decide the winner.

(5) Officers and other Directors of the GROUP shall assume office at the close of the June meeting of each year. Officers and other Directors shall hold their positions for three (3) years. It shall be arranged that the Chair, Secretary and Treasurer are elected in different years, and the terms of other Directors shall be arranged so approximately one-third of them come up for election each year.

(6) If the position of Chair-Elect has been filled, that person shall become the Chair the following year, beginning in June.

## **Bylaw VII Vacancies and Recall of Elected Officials**

(1) A vacancy may occur in an elected position as a result of resignation, recall, death, illness or other condition that renders service impossible.

(2) Any Officer or other Director may be recalled for neglect of duties or conduct injurious to the SOCIETY, SECTION or GROUP. The recall procedure shall be consistent with that of the SOCIETY. A person subject to recall shall be: (1) given written notice by the Board of Directors; (2) afforded the opportunity to respond to the charges in writing or in person; and (3) subject to a vote of the Board of Directors no sooner than one month after notification. A three-fourths vote of the Board of Directors shall be required for recall. The person being considered for recall shall neither be in attendance, nor vote.

(3) In event of a vacancy, all GROUP members shall be notified and given the opportunity to volunteer or suggest nominees to fill the remainder of the vacated term. No sooner than one week later, the Board of Directors shall, by the voting method described in Bylaw VI, select a person to fill the vacancy. In emergencies, as determined by a majority of the Directors, a vote can be done by telephone or e-mail.

## **Bylaw VIII Duties of Officials**

(1) The duties of Officers and other Directors shall be those customarily performed by such officials in other Subsections and Topical Groups in the SECTION.

(2) The Chair, or Co-Chairs, shall Chair the Board of Directors, preside over meetings of the Board, and nominate the persons to fill any of the Temporary Positions described in Bylaw V (2) (Program Chairman, Arrangements Chairman, Assistant Treasurer, etc.). The Chair, or Co-Chairs, shall determine the order of business at meetings of the GROUP and the Board of Directors.

(3) If the Board of Directors chooses to have a Chair-Elect, the Chair-Elect shall assume the duties of the Chair in the temporary absence or incapacity of the Chair until a determination of such absence or incapacity. If the Board of Directors decides to have Co-Chairs, the Co-Chairs shall decide among themselves who shall Chair particular meetings.

(4) The Secretary shall keep minutes of the meetings of the Board of Directors, maintain a list of names and addresses of the members of the GROUP, send out notices of meetings and other communications from the GROUP, forward to the SOCIETY and the SECTION such reports and information as required from time to time by those organizations, and perform other duties necessary to the work of that office.

(5) The Treasurer shall be custodian of the monies and other financial and physical assets of the GROUP. The Treasurer shall be authorized under conditions to be established by the Board of Directors to draw checks against current funds only for expenses in connection with activities previously authorized. Payments for amounts above \$300 that are not for activities previously authorized shall require the authorization of the Chair, or Co-Chairs. Payments above \$1,000 shall require authorization of the Board of Directors. The Treasurer shall assure that an accurate attendance form is filled out for each luncheon meeting, listing the persons attending and the amounts paid. The Treasurer shall render a financial report to the Board of Directors within three (3) months of the close of the preceding fiscal year, at the time of retirement from office, and at other times when requested by the Board of Directors.

(6) At the end of each fiscal year, and at any other time that they are asked by the Board of Directors or wish to do so at their own initiative, the Audit Committee shall review the financial records of the GROUP and submit a written report to the Board of Directors.

(7) Each Director shall attend at least one (1) Board of Directors meeting and at least three (3) GROUP luncheon meetings in each fiscal year. Directors shall actively contribute, by obtaining speakers, by sitting on Committees, or in some other way.

(8) The Board of Directors shall be the governing body of the GROUP, having power to conduct, manage the business and professional affairs of the GROUP, receive gifts

tendered to the GROUP under such conditions as not to influence substantially any policy of the GROUP, and decide all such matters affecting the GROUP'S public relations, general policies and other activities.

### **Bylaw IX Finances**

(1) Each year, the Treasurer shall impose dues on members of the GROUP in amounts determined by the Board of Directors. It is anticipated that members of the SOCIETY will pay lower dues than those of non-members of the SOCIETY.

(2) The fiscal year of the GROUP shall be July 1st through June 30th.

(3) All members of the Board of Directors shall be members of the GROUP. Non-members may attend GROUP luncheon meetings, but will pay a higher fee for the luncheon.

(4) The amounts charged for luncheon meetings, as well as the methods of payment, shall be determined by the Board of Directors.

### **Bylaw X Meetings**

(1) The Board of Directors shall meet no less than three times per year.

(2) A majority of the Board of Directors shall constitute a quorum for the transaction of business.

(3) All Directors shall be notified of the date and agenda of Board meetings at least one week in advance.

(4) The rules of order for the conduct of Board of Directors meetings, if not specifically provided in these bylaws or in those of the SOCIETY or SECTION, shall be in accordance with the most recent edition of *Robert's Rules of Order, Newly Revised*. The use of *Robert's Rules* may be suspended only by unanimous consent of all Directors present at a meeting.

(5) Except as provided elsewhere in these Bylaws, decisions shall be made by a voice vote of the Directors present at a Board of Directors meeting. Written, E-mail or verbal proxy voting shall be permitted by Directors who are absent.

(6) In routine matters that require timely decisions, voting can be by telephone or E-mail, without a face-to-face meeting. Such matters shall include, but shall not be limited to, routine expenditures, speaker changes and changes in meeting dates. The Board of

Directors shall have the sole authority to broaden or narrow the definition of what constitutes a “routine matter” and may suspend the use of telephone or E-mail voting at any time. Votes to fill Officer or Director positions, or to recall an Officer or Director, are not “routine matters” and shall be made by Directors present at a Board of Directors meeting or by Qualified Proxies.

(7) Weather permitting, the GROUP shall meet for lunch and a speaker ten (10) times per year, on the second Thursday of each month, September through June.

(8) The Board of Directors may add a meeting, subtract a meeting or change the date of a meeting if they deem it beneficial because of weather, meeting conflicts or other reason.

### **Bylaw XI Relations with Other Organizations**

The GROUP may affiliate with any other professional organization in accordance with the provisions of the Constitution and Bylaws of the SOCIETY and SECTION, subject to approval of the Board of Directors of the SECTION. Such affiliations shall be for the sole purpose of organizing and holding joint meetings.

### **Bylaw XII Dissolution of the Group**

Upon dissolution of the GROUP, any assets of the GROUP remaining thereafter shall be conveyed to such organization then existent, within or without the territory of the GROUP, dedicated to the perpetuation of objects similar to those of the GROUP and the AMERICAN CHEMICAL SOCIETY, or to the AMERICAN CHEMICAL SOCIETY itself, so long as whichever organization is selected by the governing body of the GROUP at the time of dissolution shall be exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 as amended or under such successor provision of the Code as may be in effect at the time of the GROUP’S dissolution.

### **Bylaw XIII Amendment Procedure**

(1) The Board of Directors may elect a Bylaws Committee to propose amendments to these Bylaws.

(2) All GROUP members should be notified of the amendment process and be invited to submit suggestions.

(3) The Bylaws Committee shall draft proposed amendments and submit them for consideration to the Board of Directors.

(4) Any proposed bylaw changes shall be submitted to all GROUP members, who shall be given an opportunity to comment. After at least a month has passed, the Board of Directors shall vote on the bylaws. A two-thirds vote of the Board of Directors shall be required in order to change the Bylaws.